

## **ATTACHMENT B**

TDS Metrocom, Inc.

Application for Certificate to Become a Telecommunications Carrier  
General: Question 6 – Contact Information

ISSUE	NAME	TITLE	PHONE	FAX	EMAIL
➤ Processing the Application	Shane Kaatz	Manager - Carrier Relations	608-663-3149	608-663-3340	<a href="mailto:Shane.kaatz@idsmetro.com">Shane.kaatz@idsmetro.com</a>
➤ Consumer Issues ➤ Customer Complaint Resolution ➤ Security/Law Enforcement	Kris Haas	Manager – Customer Care	608-663-2175	608-663-3340	<a href="mailto:Kristine.haas@idsmetro.com">Kristine.haas@idsmetro.com</a>
➤ Technical and Service Quality ➤ Emergency 9-1-1	Cliff Lawson	Director – Network Operations	608-663-3100	608-663-3340	<a href="mailto:Cliff.lawson@idsmetro.com">Cliff.lawson@idsmetro.com</a>
➤ “Tariff” and Pricing	Tom Canfield	Director – Marketing	608-663-3131	608-663-3050	<a href="mailto:Thomas.canfield@idsmetro.com">Thomas.canfield@idsmetro.com</a>

## **ATTACHMENT C**

TDS Metrocom, Inc.

Application for Certificate to Become a Telecommunications Carrier

General: Question 8 -Articles of Incorporation and Authority to Transact business

*State of Delaware*  
***Office of the Secretary of State***

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TDS METROCOM, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.


CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MADISON CLEC CORPORATION" TO "TDS METROCOM, INC.", FILED THE FIFTEENTH DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE EIGHTH DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0299966

DATE: 03-07-00

**CERTIFICATE OF INCORPORATION**

**OF**

**MADISON CLEC CORPORATXON**

**FIRST.** The name of the Corporation is MADISON CLEC CORPORATION.

**SECOND.** The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 1013 Centre Road, City of Wilmington, Delaware, 19805, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

**THIRD.** The nature of business to be conducted or promoted and the purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH.** The total *number* of shares of stock which the Corporation shall have authority to issue is 1,000,000, all of which shall be Common Stock, \$0.01 par value per share.

**FIFTH.** The name and mailing address of the incorporator is as follows:

Bertram T. Ebzery  
350 North LaSalle Street  
Suite 800  
Chicago, Illinois 60610

**SIXTH.** The number of directors of the Corporation shall be fixed from time to time by the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

**SEVENTH.** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation.

**EIGHTH.** The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in its official capacity and as to action in another capacity while holding such office, and shall

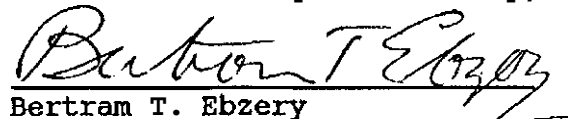
continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrator of such a person.

NINTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ELEVENTH. No director of the Corporation shall be liable to the Corporation or its stockholders' for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

The undersigned incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, has signed this Certificate this 4th day of February, 1997.

  
Bertram T. Ebzery

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
MADISONCLECCORPORATION

It is hereby certified that:

1. ~~The name of the corporation (hereinafter called the "Corporation") is~~  
MADISONCLECCORPORATION
2. ~~The certificate of incorporation of the Corporation is hereby amended by~~  
striking out Article ~~First thereof~~ and by substituting in lieu of ~~said Article the~~ following new  
Article:  
"~~FIRST~~. The name of the Corporation is TDS METROCOM, INC."
3. ~~The amendment of the certificate of incorporation herein certified has been~~  
duly ~~adopted~~ and written ~~consent~~ has been ~~given in accordance~~ with the provisions of Sections ~~228~~  
and 242 of the General ~~Corporation~~ Law of the State of ~~Delaware~~.

Signed on June 25, 1997




David A. Wittwer, Secretary

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
TDS METROCOM. INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is  
TDS METROCOM, INC.
2. The certificate of incorporation of the Corporation is hereby amended by striking out Article Four thereof and by substituting in lieu of said Article the following new Article:  
  
"FOURTH. The total number, of shares of stock which the corporation shall have authority to issue is 2,000, all of which shall be Common Stock, \$0.01 par value per share."
3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on March 27, 1998

  
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David A. Wittwer, Secretary





## OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

MARCH 14, 2000

6095-646-4

TDS METROCOM  
1212 DEMING WAY STE 350  
MADISON WI 53717-1958

RE TDS METROCOM, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES **PRIOR** TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in black ink that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
TDS METROCOM, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of  
Illinois, by virtue of the powers vested in me by law, do hereby issue  
this certificate and attach hereto a copy of the Application of the  
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois.  
at the City of Springfield, this 14TH  
day of MARCH A.D. 2000 and of  
the Independence of the United States the two  
hundred and 24TH .



*Jesse White*

Secretary of State

## **ATTACHMENT D**

TDS Metrocom, Inc.

Application for Certificate to Become a Telecommunications Carrier

Managerial: Question 13 -Ability to Provide Service



## TDS METROCOM LEADERSHIP TEAM

### *James W. Butman*

President, General Manager

Jim Butman brings 17 years of high-level telecommunications experience to TDS METROCOM, the recently- formed Competitive Local Exchange Carrier (CLEC) subsidiary of TDS TELECOM. Prior to assuming the top position at TDS METROCOM in May of 1997, Butman was president of USLink, TDS TELECOM's long-distance operation. A TDS TELECOM veteran since 1985, Butman has held a variety of positions in state and federal regulatory affairs and marketing. He holds a MBA from the University of Wisconsin-Madison, and is a Certified management Accountant.

### *Thomas J. Canfield*

Director, Marketing and Product Development

Tom Canfield has 16 years experience as an innovator in competitive local and long-distance telecommunications. Prior to joining TDS Metrocom, he was executive director of marketing and product development for ICG, a Competitive Local Exchange Carrier in Denver, and director of marketing for US Signal/Brooks, a telecommunications firm headquartered in Grand Rapids, Mich. He holds a BS in marketing from Wayne State University.

### *Cliff Lawson*

For the past 25 years, Cliff Lawson has been managing operations for leading local and long-distance telecommunications providers. He was operations manager for MCI Metro and MCI Long Distance, and performed operations and staff assignments for both MCI and GTE.

### *Matthew J. Loch*

Director, Sales

Most recently manager of federal relations for the TDS METROCOM's parent company, TDS TELECOM, Matt Loch has more than 20 years experience with existing and start-up businesses. Prior to joining TDS, Loch was president of RCS Systems, a supplier of retail store fixtures. He is a graduate of the University of Wisconsin-Madison, with a BA in accounting.

### *Nicholas D. Jackson*

Director, Customer Service & Business Operations

Nick Jackson began his career in telecommunications six years ago with TDS METROCOM's parent company, TDS TELECOM. While there, he served as manager of retail markets and regional affairs. Prior to joining TDS, Jackson was a credit analyst for Continental bank and a staff consultant for Peterson & CO. Consulting. He holds a BA in finance and marketing, and an MBA in marketing from the University of Wisconsin-Madison.